

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO.344 OF 2006
CONNECTED WITH
COMPANY APPLICATION NO.530 OF 2006

Jacobs H & G Pvt.Ltd.

Petitioner

Mr.Narinder Toor i/by M/s.Crawford Bayley & Co.

Mr.C.J.Joy with R.C.Master and N.D.Sharma i/by
Mr.T.C.Kaushik for Regional Director.

Mr.Suhas Sawant, Sr.Technical Assistant from the
office of Regional Director.

CORAM : S.C.DHARMADHIKARI, J.

DATE : 28th July 2006

PC :

1. This is a petition by the transferee company seeking sanction to a scheme of amalgamation with the transferor company, who has filed a petition seeking sanction in the High Court of Gujarat.

2. Shri Toor appearing for the transferee company seeks sanction of this Court to a scheme for amalgamation and submits that this Court's order sanctioning the scheme, shall be subject to the out come of the petition of the transferor

company.

3. The transferee company has made disclosures on affidavit including its latest financial position. It has disclosed other relevant and material particulars. The scheme is annexed. The salient features of the scheme are set out in para 17. Other necessary disclosures are also made.

4. The scheme has been examined by the Regional Director inasmuch as he submits that a copy of the scheme was forwarded to the concerned Registrar of Companies, who has forwarded his report. Additionally, Shri Joy after taking instructions from Shri Suhas Sawant, an official working in the office of Regional Director's office, makes a statement that the Regional Director forwards a questionnaire to the petitioner company and solicits its response to the queries raised by him. It is after considering the report of the Registrar of Companies and replies to the questionnaire, that he has made this statement on affidavit before me. Shri Joy submits that this is the procedure which the Regional Director follows in all the matters.

5. In this view of the matter, I rely upon the statement made by the Regional Director in clauses 3 and 5 of his affidavit and relying upon the same I see no reason to reject this petition.

6. The petition succeeds and it is made absolute in terms of prayer clauses (a) to (y) subject to decision in transferor company's petition pending before Gujarat High Court.

7. Filing and issuance of drawn up order is dispensed with. All concerned to act on an ordinary copy of this order authenticated by Company Registrar of this Court. Costs of Rs.2,500/- is quantified to be paid to the Regional Director.

(S.C.DHARMADHIKARI, J.)